



Amanda J. Dernovshek

Associate

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Amanda Dernovshek is an employee benefits attorney in our Business and Tax group. Her practice focuses on issues related to employee stock ownership plans (ESOPs), non-qualified deferred compensation plans, qualified retirement plans, and general business planning. Amanda also assists the Firm's mergers and acquisitions team.

Amanda works with clients to answer questions related to complicated employee benefits issues and general business issues. She aims to fully understand the client's goals and assist them by providing understandable and practical advice. Specifically, the types of issues Amanda handles include:

Employee Benefits

- Drafting required documentation for plans covered by ERISA including Plan documents, Plan Amendments, Summary Plan Descriptions, and Summaries of Material Modification
- Guiding clients through discussions related to establishing, amending, and terminating employee benefit plans, including cafeteria plans, 401(k) plans, ESOPs, and deferred compensation plans
- Assisting clients with compliance under ERISA, COBRA, health care reform, and other relevant laws
- Facilitating employee benefit plan corrections to reduce penalties through formal governmental programs
- Corresponding with the IRS and DOL on behalf of clients related to audits of employee benefit plans

Business Planning

- Assisting a variety of businesses in analyzing the considerations involved in entity selection and formation

PRACTICE AREAS

Agri-Business
Business & Tax
Cybersecurity and Data Privacy
Deal Team - Mergers & Acquisitions
Employee Benefits
Employee Stock Ownership Plans (ESOPs)
ERISA
Federal Taxation
Food, Hospitality & Liquor Law
Small Business
Tax Exempt Organizations
Tax Law

EDUCATION

Michigan State University College of Law, J.D., 2018
East Tennessee State University, M.B.A., Business Administration, 2015
East Tennessee State University, B.S., Business Administration in Management, 2013

BAR AND COURT ADMISSIONS

Michigan

HONORS & RECOGNITIONS

Ingham County Bar Association, "Top 5 Under 35" Award, 2024



- Facilitating discussions with shareholders of corporations and members of LLCs on a variety of issues and drafting shareholder and operating agreements to meet client needs
- Advising clients on the process and assisting them with submission of IRS applications for tax-exempt status under Internal Revenue Code Section 501(c)
- Performing due diligence during mergers and acquisition transactions for a variety of businesses of all sizes

Lansing Regional Chamber of Commerce, "10 Over the Next Ten" Award Nominee, 2022

Prior to joining Foster Swift, Amanda served as a judicial extern for Sixth Circuit Court of Appeals under the Honorable David McKeague.

Amanda earned her undergraduate and master's degree at East Tennessee State University in her home state of Tennessee. She then moved to Michigan and earned her juris doctorate at Michigan State University College of Law, where she served as the Editor-in-Chief of the International Law Review.

REPRESENTATIVE MATTERS

ESOP Transactions

- Represented an ESOP trustee in a \$19.5M transaction in which an industrial gas and welding supplier became 49% ESOP owned. This transaction included both seller financing and bank financing strategies.
- Represented an ESOP trustee in a \$7.5M transaction in which a metal manufacturing and fabricating company became 30% ESOP owned. This transaction included a 1042 election and the issuance of SARs post-transaction.
- Represented a long-time firm client with the implementation of a new ESOP and the sale of 30% of the company stock to the ESOP with a 1042 tax election. This company is in the business of software, screen shooting, and video editing. The transaction total was \$13.9M.
- Represented a family-owned construction company with the implementation of a new ESOP and the sale of 40% of the company stock to the ESOP. This transaction totaled approximately \$8.3M and involved almost 20 selling shareholders.

- Represented an ESOP trustee in a second-stage ESOP transaction for a building design company in which the ESOP became majority owner of the company. The transaction included six selling shareholders and a total transaction price of \$2.7M.
- Represented a long-time firm client in the agricultural industry to become 100% ESOP owned in a \$7.6M ESOP implementation transaction.
- Represented an ESOP trustee in a redemption and purchase transaction where a commercial electrical contractor became 100% ESOP owned as part of a \$9.7M transaction.
- Represented a specialty municipal services company in a \$1M transaction in which the company became 30% ESOP owned.
- Represented a tool and die manufacturing company in a \$6.2M transaction in which the company became 100% ESOP owned.
- Represented an ESOP trustee in a transaction for a plumbing and electrical company in which the ESOP became 25% owner of the company. The transaction included a purchase price of approximately \$4.5M.
- Represented an ESOP Trustee in a transaction for a well servicing company in which the ESOP became 100% owner of the Company. The transaction included a purchase price of \$8.6M.
- Represented an ESOP trustee in connection with a redemption and purchase transaction in the specialized tool manufacturing industry, in which the company become 100% ESOP owned the purchase price for the transaction was approximately \$6.2M.
- Represented an ESOP trustee in connection with the purchase of stock in a family-owned manufacturing company that specialized in radiators, charge air coolers, and other cooling components for substantial machinery. This company became 100% employee owned in connection with the \$13M transaction.
 - Represented a long-time firm client consisting of a group of closely-held companies that operate numerous restaurants, golf courses, and venues throughout Michigan in a transaction in which it became 100% ESOP owned.
 - Represented a second generation, family-owned company that specializes in lake and pond management products to become 100% ESOP owned in an enterprise transaction.

General Business Matters

- Advised an international company on its executive compensation plan, which was designed to incentivize diversity and inclusion among the company employees and management.
- Conducted extensive diligence that involved reviewing hundreds of contracts to determine the implications of a stock transaction between two hospitals in which change in control was an important issue.
- Assisted a client with all materials needed to file a voluntary correction program application to obtain approval of the client's correction of a failure that involved the omission of required form filings for over a decade.
- Advised a client on the correction options and processes upon discovery of administrative errors in 401(k) Plan administration.

- Assisted a client in reconciling stock histories and certificates in connection with ESOP repurchases and re-leveraging.
- Counseled a family business on its business succession planning issues, including discussions related to selling and gifting portions of the business to the owners' children.

SPEAKING ENGAGEMENTS

Bringing 2022 to a Close with Best Practices for Businesses, *Foster Swift Second Wednesday Lunch Break*, December 14, 2022

Protecting Your Business and Assets when the Marriage Fails, *Foster Swift Legal Strategies for Women Leaders*, August 9, 2022

Learn Executive Compensation Options & Negotiation, *Foster Swift Legal Strategies for Women Leaders*, June 7, 2022

Women-Owned Small Business (WOSB) Certification: Process, Requirements and Benefits, *Foster Swift Legal Strategies for Women Leaders*, April 19, 2022

Moving Forward: Succession Planning for Your Business, *Michigan Movers Association*, February 16, 2022

ESOPs: A Trending Business Succession Strategy, *MICPA Learning Showcase*, June 15, 2021

Learn the Basics of Women Owned Small Business Certification, *Foster Swift 2nd Wednesday Morning Break*, May 12, 2021

Learn Employee Benefits Legal Trends and Policies in 2021, *Foster Swift*, April 27, 2021

Tax Through an Agribusiness Lens – Part 1, *Michigan Association of CPAs (MICPA)*, June 30, 2020

Tax Implications of Divorce After Tax Reform: Alimony, Property Divisions, Divorce Modifications, Child Credits, *Strafford*, August 22, 2019

PUBLICATIONS

Will Recent Alabama Ruling Stay Implementation of the Corporate Transparency Act?, *Foster Swift Business & Tax Law News*, March 5, 2024

2023 Year-End Checklist for Businesses, *Foster Swift Business & Tax Law News*, November 17, 2023

What You Need to Know About SECURE 2.0, *Foster Swift Business & Tax Law News*, February 23, 2023

Court of Appeals Ruling Halts Pending Minimum Wage Increase and New Earned Sick Time Act – For Now, *Labor & Employment Law News E-blast*, January 27, 2023

Don't Forget! Michigan's Minimum Wage Increases on January 1, Additional Hike Expected, *Foster Swift Labor & Employment Law News E-blast*, December 28, 2022

Employee Benefits Considerations After Dobbs v. Jackson Women's Health Organization: Foster Swift Highlights Options Available to Employers, *Foster Swift Employee Benefits Law E-blast*, July 7, 2022



Recent IRS Guidance and Clarification for the COBRA Subsidy Imposed by ARPA, *Foster Swift Business & Tax Law News*, June 3, 2021

The Midsized Mansfield Rule, *Michigan Lawyers Weekly*, February 4, 2021

The Benefits of Adopting a Pre-Approved Plan, *Foster Swift Business & Tax Law News E-blast*, August 11, 2020

New Safe Harbor Announced for Electronic Disclosures Required by ERISA, *Foster Swift Legal Update E-blast*, June 4, 2020

IRS Announces 2020 Cost-of-Living Adjustments For Retirement Plans and for Health and Welfare Benefit Plans, *Foster Swift Business & Tax Law News*, November 22, 2019

MEMBERSHIPS & AFFILIATIONS

Legal Affiliations

- State Bar of Michigan
- American Bar Association

Community Affiliations

- Girls on the Run Mid-Michigan, Board Chair
- Junior League of Lansing, Previous Member

RECENT BLOG POSTS

BizTech Law Blog

The Corporate Transparency Act and its Impact on ESOPs

The Importance of Adopting an E-Signature Policy for Your Business

IRS Announces 2024 Cost-of-Living Adjustments for Retirement Plans and for Health and Welfare Benefit Plans

Process and Requirements of Women-Owned Small Business Certification

IRS Makes it Easier to Correct Certain Retirement Plan Compliance Issues

Department of Labor Releases Employee Benefits and Cybersecurity Best Practices

A Brief Legal Guide to Buying a Distressed Business

Women Owned Small Business Certification Program - Part Two: Certification and Benefits

2021 Arrives with Additional Flexibility for Flexible Spending Accounts

Women Owned Small Business Certification Program - Part One: Requirements